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Attorneys for U.S. Bank National Association
and U.S. Bank Trust National Association, as
Owner Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY, <u>et al.</u>)	Case No. 09-50026 (REG)
)	
Debtors.)	Jointly Administered
)	
)	

**NOTICE OF WITHDRAWAL OF LIMITED OBJECTION OF GE CAPITAL
CORPORATION AND CERTAIN OF ITS AFFILIATES AND U.S. BANK,
AS OWNER TRUSTEE ON ITS BEHALF, TO DEBTORS' MOTION TO ASSUME AND
ASSIGN CERTAIN UNEXPIRED LEASES OF EQUIPMENT AND
RELATED EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE THAT:

General Electric Capital Corporation and certain of its affiliates (collectively, "GECC"),
and U.S. Bank National Association, as Owner Trustee, by and through their undersigned
counsel, hereby withdraw the Limited Objection of GE Capital Corporation and Certain of its
Affiliates and U.S. Bank, as Owner Trustee on its Behalf, to Debtors' Motion to Assume and

Assign Certain Unexpired Leases of Equipment and Related Executory Contracts (Docket No. 4386) (“the Objection”). This withdrawal of the Objection shall not affect the rights of GECC under (i) the Stipulation and Order Resolving Objection to Sale Motion, entered by the court on July 2, 2009 [Docket No. 2947] or (ii) the Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 365, and 362(d)(1) and Fed. R. Bankr. P. 9019 to (I) Approve Settlement Agreements and Compromises Regarding Certain Personal Property Equipment Leases and (II) Reject Certain Personal Property Equipment Leases. [Dkt. No. 5185].

Dated: March 19, 2010
New York, NY

Respectfully submitted,

LATHAM & WATKINS LLP

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